

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): La Villita Motor Inns JV		Name of Joint Debtor (Spouse) (Last, First, Middle):																									
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																									
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 74-2102569		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):																									
Street Address of Debtor (No. and Street, City, and State): 100 La Villita Street San Antonio, TX		Street Address of Joint Debtor (No. and Street, City, and State):																									
ZIP CODE 78205		ZIP CODE																									
County of Residence or of the Principal Place of Business: Bexar County		County of Resdence or of the Principal Place of Business:																									
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):																									
ZIP CODE		ZIP CODE																									
Location of Principal Assets of Business Debtor (if different from street address above):		ZIP CODE																									
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) Joint Venture	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																									
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors <input type="checkbox"/> Debtor is a small business debtor as defined by 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check If: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).																									
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY																									
Estimated Number of Creditors <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25px; text-align: center;"><input type="checkbox"/></td> <td style="width: 25px; text-align: center;"><input type="checkbox"/></td> <td style="width: 25px; text-align: center;"><input checked="" type="checkbox"/></td> <td style="width: 25px; text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>Over 100,000</td> <td></td> <td></td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000		
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000																		
Estimated Assets <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25px; text-align: center;"><input type="checkbox"/></td> <td style="width: 25px; text-align: center;"><input checked="" type="checkbox"/></td> <td style="width: 25px; text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> <td></td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion							
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																	
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Estimated Liabilities <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25px; text-align: center;"><input type="checkbox"/></td> <td style="width: 25px; text-align: center;"><input checked="" type="checkbox"/></td> <td style="width: 25px; text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion				
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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): La Villita Motor Inns JV
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)		
Location Where Filed:	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.)		
Name of Debtor:	Case Number:	Date Filed:
District:	Relationship:	Judge:
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		X _____ Date
Exhibit C		
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?		
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.		
Exhibit D		
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)		
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.		
If this is a joint petition:		
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.		
Information Regarding the Debtor - Venue (Check any applicable box.)		
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.		
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)		
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord that obtained judgment)		
 _____ (Address of landlord)		
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).		

B1 (Official Form 1) (4/10)

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): La Villita Motor Inns JV
Signatures		
Signature(s) of Debtor(s) (Individual/Joint) <p>I declare under penalty of perjury that the information provided in this petition is true and correct. (If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7) I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. (If no attorney represents me and no bankruptcy petition preparer signs the petition) I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X</p> <p>X</p> <p>Telephone Number (If not represented by attorney)</p> <p>Date</p> <p>Signature of Attorney*</p> <p>X</p> <p>Debra L. Innocent Oppenheimer, Blend, Harrison & Tate Inc 711 Navarro St, 6th Floor San Antonio, TX 78205</p> <p>Bar No. 24046135</p> <p>Phone No. (210) 224-2000 Fax No. _____ 12/17/2010</p> <p>Date</p> <p>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p> <p>Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>La Villita Motor Inns JV</p> <p>X</p> <p>Signature of Authorized Individual</p> <p>Irfan Valla</p> <p>Printed Name of Authorized Individual</p> <p>Director of Operations</p> <p>Title of Authorized Individual</p> <p>12/17/2010</p> <p>Date</p>		Signature of a Foreign Representative <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X</p> <p>(Signature of Foreign Representative)</p> <p>(Printed Name of Foreign Representative)</p> <p>Date</p> <p>Signature of Non-Attorney Bankruptcy Petition Preparer I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>Address</p> <p>X</p> <p>Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</p>

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE: La Villita Motor Inns JV

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim [If secured also state value of security]
GSMS-1991-C1 c/o James G. Ruiz Winstead 401 Congress Ave., Suite 2100 Austin, TX 78701		?	Disputed	\$6,052,000.00 Value: \$0.00
Outsourcing Inspirion Inspirion Group P.O. Box 2025 Tyler, TX 75710		Wages		\$40,000.00
Howard Johnson Franchise System 15013 Collection Center Dr. Chicago, IL 60693		Services		\$30,909.65
City of San Antonio Hotel Occupancy Tax Finance Dept., Treasury Div. San Antonio, TX 78283-3975		City OCC Taxes		\$18,602.32
State of Texas P.O. Box 13528 Austin, TX 78711		OCC Taxes		\$12,381.79
Bobby Duran 461 Long Meadow Spring Branch, TX 78070		Services		\$7,000.00

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE: La Villita Motor Inns JV

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS*Continuation Sheet No. 1*

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim [if secured also state value of security]
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Vizergy P.O. Box 551459 Jacksonville, FL 32255-1459	Services	\$6,822.64
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Valla Investments, LLC 12920 Framingham Court Tampa, FL 33626	Services	\$4,166.66
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Bexar County Tax Assessor-Collector P.O. Box 839950 San Antonio, TX 78283-3950	Taxes	\$3,616.89
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Essential Ammenities 208 Passaic Ave. Fairfield, NJ 07004	Services	\$3,261.82
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Gulf Coast Paper Co. P.O. Box 4227 Victoria, TX 77903	Services	\$2,318.33
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State Comptroller of Public Accounts Revenue Acctg Div-Bankruptcy Sec P.O. Box 1358 Austin, TX 78711	Hotel Taxes	\$2,195.89
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HEI Systems & Solutions LLC 1100 NW Loop 410, Suite 611 San Antonio, TX 78213	Services	\$2,186.66
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**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE: La Villita Motor Inns JV

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS*Continuation Sheet No. 2*

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim (if secured also state value of security)
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H&E Equipment Services 5433 Randolph Blvd. San Antonio, TX 78233	Services	\$2,115.60
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Wortham Insurance P.O. Box 795008 San Antonio, TX 78279	Insurance	\$1,531.84
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Prime Services Uniforms 1342 W. Villaret Blvd. San Antonio, TX 78224	Products	\$1,493.37
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Office Depot PO Box 70025 Los Angeles, CA 90074-0025	Products	\$1,455.33
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HD Supply Facilities Maintenance P.O. Box 509058 San Diego, CA 92150-9058	Services	\$1,248.44
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Ecolab Center PO Box 70343 Chicago, IL 60673-0343	Services	\$1,199.55
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Pages Printing 113 Colglazier San Antonio, TX 78223	Services	\$989.88
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UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION

IN RE: La Villita Motor Inns JV

Case No.

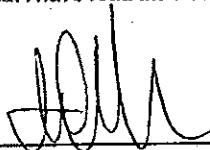
Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS*Continuation Sheet No. 3***DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Director of Operations of the Joint Venture,
named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the
best of my information and belief.

Date: 12/17/2010

Signature:


Irfan Valla
Director of Operations

CERTIFICATE OF UNANIMOUS RESOLUTIONS
OF THE JOINT VENTURERS OF LA VILLITA MOTOR INNS J.V.

The undersigned, being all of the joint venturers (the "Joint Venturers") of La Villita Motor Inns, J.V., a joint venture organized and existing under the laws of the State of Texas (the "Company"), do hereby certify that the following is a true and correct copy of certain resolutions unanimously adopted by the Joint Venturers of the Company, in lieu of a special meeting, in accordance with Texas law and the Joint Venture Agreement (the "Agreement") of said Company, on the 17th of December, 2010, and that such resolutions are now in full force and effect and are not in contravention of, or in conflict with the Agreement of the Company.

WHEREAS, the Joint Venturers consulted with the management and advisors of the Company regarding the liabilities and assets of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company's business; and

WHEREAS, the Joint Venturers have had the opportunity to fully consider each of the strategic alternatives available to the Company; and

WHEREAS, in the judgment of the Joint Venturers of the Company, it is desireable and in the best interests of the Company, its creditors, and other interested parties that a voluntary petition be filed on behalf of the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (the "Bankruptcy Code"); and

NOW THEREFORE, BE IT

RESOLVED, that Irfan Valla, the Company's Director of Operations, is hereby authorized, directed and empowered, on behalf of and in the name of the Company, as a designated principal (the "Designated Principal") to execute and verify petitions in the name of the Company under chapter 11 ("Chapter 11") of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Western District of Texas, San Antonio Division, in such form and at such time as the Designated Principal shall determine; and be it

RESOLVED FURTHER, that the Designated Principal hereby is further authorized, directed, and empowered to file all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that he deems necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company and upon such time as the Designated Principal believes such filing is in the best interest of the Company, its creditors and other parties in interest; and be it

RESOLVED FURTHER, that the Designated Principal is hereby authorized, directed, and empowered, on behalf of and in the name of the Company to employ and retain the law firm of Oppenheimer, Blend, Harrison & Tate, Inc., 711 Navarro, Suite 600, San Antonio, Texas 78205, ("OBHT"), as general restructuring counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the rights and obligations of the Company; and in connection therewith, the Designated Principal is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and

UNANIMOUS RESOLUTIONS

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immediately upon filing of the Chapter 11 petitions and cause to be filed an appropriate application for authority to retain the services of OBHT; and be it

RESOLVED FURTHER, that the Designated Principal, or any one of the Joint Venturers be, and hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company to employ and retain such further legal, financial accounting, and bankruptcy services firms (together with OBHT, the "Professionals") as may be deemed necessary or appropriate by the Designated Principal for the Chapter 11 case; and be it

RESOLVED FURTHER, that the Company, as debtor and debtor-in-possession under chapter 11 of the Bankruptcy Code, be, and hereby is, authorized to obtain the use of cash collateral, in such amounts and on such terms as may be agreed by the Designated Principal, including the grant of replacement liens, as is reasonably necessary for the continuing conduct of the affairs of the Company; and be it

RESOLVED FURTHER, that in addition to the specific authorizations heretofore conferred upon the Designated Principal, each of the Joint Venturers of the Company or their designees shall be, and each of them, acting along, hereby is authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such Joint Venturer's judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and be it

RESOLVED FURTHER, that all acts lawfully done or actions lawfully taken by the Designated Principal or any of the Professionals to seek relief on behalf of the Company under Chapter 11 or in connection with such case, or any matter related thereto, be and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company; and be it

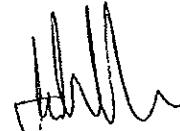
RESOLVED FURTHER, that the Designated Principal and Joint Venturers be, and each of them hereby is, authorized and empowered, with full power of delegations, for and in the name and on behalf of the Company to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, or other writings referred to in the foregoing resolutions.

IN WITNESS WHEREOF, I have subscribed my name as a Joint Venturer of La Villita Motor Inns, J.V., this 17th of December, 2010.

[Signature page to follow.]

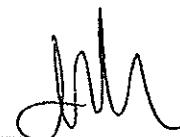
UNANIMOUS RESOLUTIONS

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S.A. SUNVEST HOTELS, INC.
By Irfan Valla

Its Vice President



EXECUTIVE MOTELS OF SAN ANTONIO, INC.,
Managing Venturer
By Irfan Valla

Its Vice President

UNANIMOUS RESOLUTIONS

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